



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

RECORDATION NO. 13067 C
Filed 1428

APR 11 1984 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

April 9, 1984

4-102A024

No.

Date APR 11 1984

Fee \$ 16.00

ICC Washington, D. C.

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series R, Supplement No. 2,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of February 1, 1981.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 13067.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series R, is described on Exhibit 1.

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For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES R

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive.....	\$ 755,000	\$ 5,285,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive.....	1,034,700	31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive....	62,500	6,250,000
75	Caboose Cars with wide cupola; Inter- national Car Company, Builder; Nos. 999750 to 999824, both inclusive.....	82,500	6,187,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive.....	54,400	1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 186230 to 186259, both inclusive....	67,700	2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive.....	956,100	20,078,100
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1954 to 1958, both inclusive.....	35,072	175,360
	Total.....		<u>\$72,407,960</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES R

RECORDATION NO. 13067-C
APR 11 1984 - 1 55 PM
INTERSTATE COMMERCE COMMISSION
Filed 1425

SUPPLEMENT NO. 2, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of February 1, 1981, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series R, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1954 to 1958, both inclusive	\$35,072	\$175,360

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 7.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

T. M. McGovern
Assistant Secretary

By *D. G. Rugg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. Potts
Assistant Secretary

By *P. S. Mason*
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

K. A. Grogg
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of April 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Bartel
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

EQUIPMENT TRUST, SERIES R
SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
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